### FORM D



# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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#### FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

i	OMB APPROVAL									
	OMB Numbe Expires: May Estimated av hours per for	31,200 erage b	<u>5</u> urden							
ĺ	SEC	USE C	NLY							
	Prefix Serial									
	DATE	RECI	EVED							

Name of Offering ( $\Gamma$  check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 X Rule 506 ☐ Section 4(6) ☐ ULOE Type of Filing: X New Filing □Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer ( $\Gamma$  check if this is an amendment and name has changed, and indicate change.) **Election Services Corporation** Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area 990 Stewart Avenue, Suite 500, Garden City, New York 11530 (516) 248-4200 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business Management of Private Elections Type of Business Organization X corporation  $\Gamma$  limited partnership already formed  $\Gamma$  other (please specify): Γ business trust  $\Gamma$  limited partnership, to be formed Year Month Actual or Estimated Date of Incorporation or Organization: 6 X Actual Γ Estimated 0 0 3 (Enter two-letter U.S. Postal Service abbreviation for State: DE Jurisdiction of Incorporation or Organization: CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5/91)

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
☐ Each promoter of the issuer, if the issuer has been organized within the past five years;
☐ Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
☐ Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
☐ Each general and managing partner of partnership issuers.
Check Box(es) that Apply: ☐ Promoter X Beneficial Owner X Executive Officer X Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Schrieberg, Mel
Business or Residence Address (Number and Street, City, State, Zip Code) 990 Stewart Avenue, Suite 500, Garden City, New York 11530
Check Box(es) that Apply: □Promoter X Beneficial Owner □ Executive Officer □Director □General and/or Managing Partner
Full Name (Last name first, if individual) North Atlantic Venture Fund III, L.P.
Business or Residence Address (Number and Street, City, State, Zip Code) C/o North Atlantic Capital Corporation, Two City Center, 5 <sup>th</sup> Floor, Portland, ME 04101
Check Box(es) that Apply: □Promoter □ Beneficial Owner □Executive Officer X Director □General and/or Managing Partner
Full Name (Last name first, if individual) Nixon, J. Jeffery
Business or Residence Address (Number and Street, City, State, Zip Code) C/o Interactive Capital Partners LLC, 131 Rowayton Avenue, Rowayton, CT 06853
Check Box(es) that Apply: □Promoter XBeneficial Owner □Executive Officer XDirector □General and/or Managing Partner
Full Name (Last name first, if individual) Coelho, Tony
Business or Residence Address (Number and Street, City, State, Zip Code) C/o Offices of Tony Coelho, 1201 N. Nash Street, #503, Arlington, VA 22209
Check Box(es) that Apply: □Promoter XBeneficial Owner □Executive Officer XDirector □General and/or Managing Partner
Full Name (Last name first, if individual) Matthews, John
Business or Residence Address (Number and Street, City, State, Zip Code) 100 Boyd Street, Long Beach, New York 11561
Check Box(es) that Apply: □Promoter XBeneficial Owner XExecutive Officer □Director □General and/or Managing Partner
Full Name (Last name first, if individual) McGilvray, Gregg
Business or Residence Address (Number and Street, City, State, Zip Code) 53 Remsen Street, Elmont, New York, 11003
Check Box(es) that Apply: □Promoter XBeneficial Owner □Executive Officer □Director □General and/or Managing Partner
Full Name (Last name first, if individual) Sloane, Robert
Business or Residence Address (Number and Street, City, State, Zip Code) C/o Optimarket, 2 Stamford Landing, Suite 100, Stamford, CT 06902

Check Box(es) that Apply: □Promoter XBeneficial Owner XExecutive Officer □Director □General and/or Managing Partner
Full Name (Last name first, if individual) Fatone, Frank
Business or Residence Address (Number and Street, City, State, Zip Code) 1335 Mell Gate, Seaford, New York 11783
Check Box(es) that Apply: □Promoter X Beneficial Owner □ Executive Officer □ Director □General and/or Managing Partner
Full Name (Last name first, if individual) Antaeus Enterprises Inc.
Business or Residence Address (Number and Street, City, State, Zip Code) 99 Park Avenue, Suite 2200, New York, New York 10116
Check Box(es) that Apply: □Promoter □Beneficial Owner □Executive Officer XDirector □General and/or Managing Partner
Full Name (Last name first, if individual) Bazos, Frank
Business or Residence Address (Number and Street, City, State, Zip Code) C/o North Atlantic Capital Corporation, Two City Center, 5 <sup>th</sup> Floor, Portland, ME 04101
Check Box(es) that Apply: □Promoter □ Beneficial Owner □Executive Officer X Director □General and/or Managing Partner
Full Name (Last name first, if individual) Maehara, Paulette
Business or Residence Address (Number and Street, City, State, Zip Code) C/o Election Services Corporation, 990 Stewart Avenue, Suite 500, Garden City, New York 11530

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					B. IN	FORMA	TION AE	OUT OF	FERING				
1. Has the	issuer sol						ed investo		offering?		•••••	Yes No	X
2. What is	the minin	num inves	tment that	will be a	ccepted fro	om any ind	dividual?					\$50,000	
3. Does th	e offering	permit jo	int owners	hip of a si	ngle unit?							Yes N	Io <u>X</u>
4. Enter the commission person to be states, list a broker or de	ne informa n or simila be listed is the name o	tion requer r remuner an associate of the brol	ested for e ation for so ated perso ker or deal	each perso olicitation n or agent ler. If mo	n who has of purchas of a brok re than fiv	s been or sees in conseer or dealere (5) pers	will be painection with er register ons to be	id or giver th sales of ed with the listed are	n, directly securities i e SEC and	or indired n the offer or with a	ctly, any ring. If a state or		
Full Name	(Last nam	e first, if	individual	)						•			
Business o	r Residenc	e Address	s (Number	and Stree	t, City, St	ate, Zip C	ode)						
Name of A	ssociated	Broker or	Dealer:							-			
States in W	Vhich Pers	on Listed	Has Solici	ited or Inte	ends to So	licit Purch	nasers						
(Check "A	ll States" o	or check in	ndividual S	States)									☐ All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[ FL]	[GA]	[ HI]	[ ID ]	
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [ NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
[ RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]	
Full Name	(Last nam	e first, if	individual	)									
Business o	r Residenc	e Address	(Number	and Stree	t, City, St	ate, Zip C	ode)				•		
Name of A	ssociated	Broker or	Dealer						-				
States in W	hich Perso	on Listed	Has Solici	ted or Inte	ends to So	licit Purch	nasers						
•				•									□All States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[ FL] [MI]	[GA] [MN]	[ HI] [MS]	[ ID ] [MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[ RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Name	(Last nam	e first, if	individual <sub>]</sub>	)									
Business o	r Residenc	e Address	s (Number	and Stree	t, City, St	ate, Zip C	ode)				<del>1948</del>		
Name of A	ssociated	Broker or	Dealer								_		
States in W	hich Perso	on Listed	Has Solici	ited or Inte	ends to So	licit Purch	nasers						
(Check "A				•									All States
[ AL ] [ IL ]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[ FL] [MI]	[GA] [MN]	[ HI] [MS]	[ ID ] [MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[ RI ]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  $\Box$  and indicate in the columns

Type of Securities	Aggregate Offering Price	Amount Already Sold
Debt		<del> </del>
Equity	\$400,000	\$4,582,047.04
□Common X Preferred	<b>#</b> 400.000	£4.500.047.04
Convertible Securities (including warrants)	\$400,000	\$4,582,047.04
Partnership Interests		
Other (Specify) Limited Membership Unit		-
Total	\$400,000	\$4,582,047.04
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$400,000
Accidica investors		
Non-accredited Investors	0	0
Total (for filings under Rule 504 only		· · · · · · · · · · · · · · · · · · ·
Answer also in Appendix, Column 4, if filing under ULOE.		
<ol> <li>If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question I.</li> </ol>	Type of Security	Dollar Amount Sold
Type of offering		
Rule 505		<del></del>
Regulation A		
Rule 504		
Total		
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of he issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the left of the estimate.		
Transfer Agent's Fees.		
Printing and Engraving Costs		
Legal Fees		<b></b>
A contin B		\$10,000
Accounting Fees	u	<del></del>
Engineering Fees		
Sales Commissions (specify finders' fees separately)		
Other Expenses (identify):		
Total		\$10,000

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

total expenses furnished in response to Part C	Question 4.a. This difference is the "adjusted gross		\$390,000		
purposes shown. If the amount for any purpose is	roceeds to the issuer used or proposed to be used for ea not known, furnish an estimate and check the box to t ust equal the adjusted gross proceeds to the issuer set f	he left			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		Γ		Γ	
Assignment of Lease		Γ		- Г	****
Purchase, rental or leasing and installation	n of machinery and equipment	Γ	******	Γ	
Construction or leasing of plant buildings	and facilities	Γ		_ Г	
	the value of securities involved in this offering that securities of another Issuer pursuant to a merger).	Γ		Γ	
Site Development and Coordination		Γ		Γ	<del></del>
Working capital	•	Γ		X	\$390,000
Other (specify): Amount of Indebtedr	ess and Conversion of Notes	Γ		X	
Column Totals		Γ		X	\$390,000
Total Payments Listed (column tot	als added)		X	\$390,000	
					<del></del>
	D. FEDERAL SIGNATURE				
	by the undersigned duly authorized person. If this not the U.S. Securities and Exchange Commission, upon we paragraph (b)(2) of Rule 502.				
ssuer (Print or Type):	Signature	Date			, (T-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1
Election Services Corporation		March	1 31, 2005		
Name of Signer (Print or Type): Mel Schrieberg	Title of Signer (Print or Type): Chairman and Chief Executive Officer				
	7				

#### ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Ε.	SI	Ά	T	$\mathbf{E}$	SI	GΝ	ΙA	T	U	R	E
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Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions	Yes	No
of such rule?	Γ	X

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerers.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type): Election Services Corporation	Signature	Date March 31, 2005
Name of Signer (Print or Type): Mel Schrieberg	Title of Signer (Print or Type): Chairman and Chief Executive Officer	

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in State (Part C - Item 1)	Type of inves	tor and amount	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X							
AK		X							
AZ		x							
AR		X							
CA		X							
СО		X							
СТ		X							
DE		X							
DC		X							
FL		x							
GA		х							
HI		х							
ID		X							
IL		X							
IN		X							
i IA		х							
KS		x							
KY		X							
LA		X							
ME		X							
MD		Х							
MA		Х	Preferred Equity	2	\$400,000				
MI		X							
MN		X							
MS		X							

	APPENDIX										
	non-ac	to sell to credited ors in State I-Item 1)	Type of security and aggregate offering price offered in State (Part C - Item 1)	Type of inves	tor and amoun	it purchased in State (P	'art C-Item 2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
MT		X									
NE		X									
NV		X									
NH		X									
NJ		X									
NM		X									
NY		X									
NC		X									
ND		X									
ОН		X			<u> </u>						
ок		X									
OR		X									
PA		X									
RI		X									
SC		X									
SD		X									
TN	ļ	X									
TX	ļ	X									
UT		X									
VT	ļ	X									
VA	ļ	X									
WA	<u> </u>	X			<u> </u>						
WV		X									
WI		X									

MO

WY	X				
PR	X	 			

SEC 1972 (5/91)